

STEPTOE & JOHNSON

ATTORNEYS AT LAW

PHOENIX, ARIZONA

TELEPHONE: (602) 266-6610
FACSIMILE: (602) 274-1970

1330 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036-1795

(202) 429-3000
FACSIMILE: (202) 429-9204
TELEX: 89-2503

S&J LEX INTERNATIONAL
AFFILIATE IN MOSCOW, U.S.S.R.

TELEPHONE: 011-7-095-290-5775
FACSIMILE: 011-7-095-415-2920

ROBERT J. CORBER
(202) 429-8108

RECORDATION NO. 13605 FILED 1425 *B*

DEC 10 1990 - 1 50 PM

December 10, 1990

INTERSTATE COMMERCE COMMISSION

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 2215
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed an original and two counterparts or copies of the document described below, to be filed and recorded pursuant to Section 11303 of Title 49 of the United States Code. It relates to the railroad rolling stock identified below.

This document is a Release and Bill of Sale, a secondary document, dated November 26, 1990 from Citibank, N.A. to Chicago and North Western Transportation Company.

The primary document to which this Release and Bill of Sale is connected is the Conditional Sale Agreement recorded under Recordation No. 13605. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 13605.

The names and addresses of the parties to the document are as follows:

Assignee:

Citibank, N.A.
399 Park Avenue
New York, New York 10043

Handwritten signature: Shirley Corbett
Handwritten signature: Robert J. Corber

The Honorable Sidney L. Strickland, Jr.
December 10, 1990
Page 2

Purchaser:

Chicago and North Western
Transportation Company
One North Western Center
Chicago, Illinois 60606

Please file and record the document with indexing under the foregoing names.

A description of the equipment covered by the document follows:

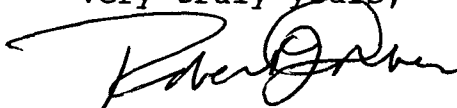
Railroad rolling stock identified in Schedule A of the primary document, as the same may have been supplemented or amended.

A fee of \$15.00 is enclosed for the recordation. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index follows:

Release and Bill of Sale dated November 26, 1990 from Citibank, N.A. to Chicago and North Western Transportation Company, covering the railroad rolling stock identified in Schedule A of the primary document, as the same may have been supplemented or amended.

Very truly yours,



Robert J. Corber
Attorney for Chicago and North
Western Transportation Company

Enclosures

REGISTRATION NO. 13605-B FILED 1425

DISTRICT OF COLUMBIA) ss:

DEC 10 1990 -1 50 PM

INTERSTATE COMMERCE COMMISSION

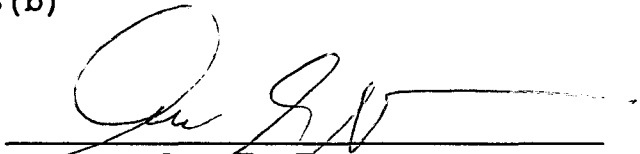
CERTIFICATE

I, Ann E. Eyerman, do hereby certify on this 9th day of December, 1990 as follows:

1. I am a Notary Public in and for the District of Columbia.

2. I have compared the attached copy of the Release and Bill of Sale, dated November 26, 1990, from Citibank, N.A. to Chicago and North Western Transportation Company with the original thereof and have found said copy to be complete and identical in all respects to the original document.

3. This certificate is made pursuant to and in accordance with 49 C.F.R. § 1177.3(b)


Ann E. Eyerman
Notary Public

ANN E. EYERMAN
NOTARY PUBLIC DISTRICT OF COLUMBIA

My Commission Expires: My Commission Expires May 31, 1993

RELEASE AND BILL OF SALE

136057B
DEC 10 1990 -1 50 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, under the terms of a **CONDITIONAL SALE AGREEMENT**, dated as of March 1, 1982 (hereinafter referred to as the "Conditional Sale Agreement"), between **NORTH WESTERN LEASING COMPANY**, a Delaware corporation (hereinafter referred to as the "Seller"), and **CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY**, a Delaware corporation (hereinafter referred to as the "Railroad"), the Seller agreed to sell and deliver to the Railroad and the Railroad agreed to purchase the railroad equipment described on Schedule A attached to the Conditional Sale Agreement (hereinafter referred to as the "Equipment"); and

WHEREAS, under the terms of an **AGREEMENT AND ASSIGNMENT**, dated as of March 1, 1982 (hereinafter referred to as the "Agreement and Assignment"), between the Seller and **CITIBANK, N.A.** (hereinafter referred to as the "Assignee"), the Seller sold, assigned, transferred and set over to the Assignee all of the Seller's right, title and interest under the Conditional Sale Agreement and all of the Seller's right and title to and interest in the Equipment; and

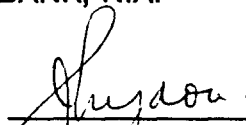
WHEREAS, the Assignee has received from the Railroad full payment due under the Conditional Sale Agreement and the Agreement and Assignment and the conditions and obligations of the Railroad with respect to the Equipment have been satisfied in full;

NOW, THEREFORE, the Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by the Railroad, the receipt whereof is hereby acknowledged, **DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY**, all of the Assignee's right, title and interest in and to the Equipment, **TO HAVE AND TO HOLD** the Equipment unto **CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY**, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the Conditional Sale Agreement or the Agreement and Assignment.

The Assignee does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by the Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Equipment of any and all ownership plates and other markings of the Assignee.

IN WITNESS WHEREOF, CITIBANK, N.A. has caused this instrument to be executed in its corporate name by one of its Vice Presidents and attested by another of its Vice Presidents this 26 day of November, A.D. 1990.

CITIBANK, N.A.

By: 
James P. Lydon
Vice President

ATTEST:

By: 
Vice President

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 26 day of November, 1990, before me personally appeared James P. Lydon and ROSE MARIE CHESRO, to me personally known who, being by me duly sworn, stated that they are Vice Presidents of CITIBANK, N.A., a national banking association, that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors, and they acknowledged that the execution of such instrument was the free act and deed of said national banking association.

Mary Taylor
Notary Public

My Commission Expires

3-6-91

(NOTARY SEAL)

MARY TAYLOR
Notary Public, State of New York
No. 41-4947968
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 6, 1991